

RECORDATION NO. 26242 FILED

MAR 13 '06

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SURFACE TRANSPORTATION BOARD

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ELIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1964)

March 13, 2006

Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Bill of Sale, dated as of February 2, 2006, a primary document as defined in the Board's Rules for the Recordation of Documents.

The names and addresses of the parties to the enclosed document are:

Seller: CPR Leasing Ltd.  
Suite 500 - 401 9th Avenue S. W.  
Calgary, Alberta  
Canada T2P 4Z4

Buyer: Key Equipment Finance Canada Limited  
1122 International Boulevard, Suite 600  
Burlington, Ontario  
Canada L7L 6Z8

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A description of the railroad equipment covered by the enclosed document is:

65 cars: CP 335000 – CP 335002, CP 335005 – CP 335007, CP 335013, CP 335017, CP 335020, CP 335023, CP 335027 – CP 335028, CP 335031, CP 335033, CP 335035 – CP 335085.

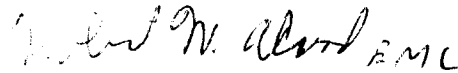
A short summary of the document to appear in the index is:

Bill of Sale.

Also enclosed is a check in the amount of \$33.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in cursive script, appearing to read "Robert W. Alvord".

Robert W. Alvord

RWA/anm  
Enclosures

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**BILL OF SALE  
UNIT LEASE No. 10**

SURFACE TRANSPORTATION BOARD

**CPR LEASING LTD.** (hereinafter called "**Seller**"), for \$1.00 and other good and valuable consideration paid by **KEY EQUIPMENT FINANCE CANADA LTD.** (hereinafter called "**Buyer**"), at or before the execution and delivery of these presents, the receipt and sufficiency of which is hereby acknowledged, does hereby grant, bargain, sell, transfer and set over unto Buyer, its successors and assigns all of its right, title and interest in the following property (hereinafter the "**Equipment**"):

<u>NUMBER OF UNITS</u>	<u>DESCRIPTION OF UNITS</u>	<u>ROAD NUMBERS</u>
65	2005 Gondolas built Trinity North American Freight Cars Inc.	CP 335000, 350001, 350002, 335005, 335006, 335007, 335013, 335017, 335020, 335023, 335027, 335028, 335031, 335033, 335035 to 335085 all inclusive.

**TO HAVE AND TO HOLD** the above described Equipment unto Buyer, its successors and assigns, for its and heir's own use and benefit, forever.

Seller hereby warrants unto Buyer that the Seller has legal title to the aforesaid Equipment free and clear of all encumbrances.

**THE EQUIPMENT IS BEING SOLD HEREUNDER ON AN "AS-IS, WHERE-IS" BASIS AND "WITH ALL FAULTS" WITHOUT ANY REPRESENTATION OR WARRANTY OTHER THAN AS SPECIFICALLY PROVIDED HEREINABOVE. WITHOUT LIMITING THE GENERALITY OF THE FOREGOING STATEMENT, SELLER DOES NOT MAKE AND SHALL NOT BE DEEMED TO HAVE MADE ANY REPRESENTATION OR WARRANTY, EXPRESS OR IMPLIED, INCLUDING ANY LEGAL WARRANTY OF QUALITY, ANY IMPLIED WARRANTY OF MERCHANTABILITY OR FITNESS FOR A PARTICULAR PURPOSE, AND EXPRESSLY DISCLAIMS LIABILITY FOR LOST PROFIT OR INDIRECT, INCIDENTAL, CONSEQUENTIAL OR OTHER ECONOMIC, COMMERCIAL LOSSES AND ALL OTHER OBLIGATIONS OR LIABILITIES.**

**IN WITNESS WHEREOF**, Seller has duly executed this instrument as of this 2nd day of February 2006.

**CPR LEASING LTD.**

By John Lynch  
John Lynch  
Its: Vice-President, Corporate

PROVINCE OF ALBERTA       )  
                                      )  
                                      )       SS.:

On this 2<sup>nd</sup> day of February, 2006 before me personally appeared John Lynch, to me personally known, who, being by me duly sworn, says that he is Vice-President, Corporate of **CPR LEASING LTD.** that the instrument was signed on behalf of said company by authority of its board of directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said company.

Janice Erion  
Janice Erion  
Barrister and Solicitor

**JANICE ERION**  
Barrister & Solicitor  
Notary Public  
in and for the Province of Alberta